

ARTICLES OF INCORPORATION (MAY 10, 1985)

ARTICLES OF INCORPORATION
OF
WOODED GLEN, SECTION I HOMEOWNERS' ASSOCIATION, INC.

The undersigned, natural persons of the age of twenty-one (21) years or more, acting as incorporators of a non-stock corporation under and in accordance with the provisions of Chapter 2 of Title 13.1 of the Code of Virginia (1950, as amended), adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is WOODED GLEN, SECTION I HOMEOWNERS' ASSOCIATION, INC., a Virginia non-stock corporation.

ARTICLE II

DEFINITIONS

2.01 "Articles of Incorporation means these Articles of Incorporation, as amended from time to time.

2.02 "Association" means Wooded Glen, Section I Homeowners' Association, Inc., a Virginia non-stock corporation, the corporation created by these Articles of Incorporation.

2.03 "Board of Directors means the governing body of the Association.

2.04 "Bylaws" means the Bylaws of the Association, as amended from time to time.

2.05 "Common Areas" means the parcel(s) of land designated as Parcels D and E on the Plat, together with all improvements erected or to be erected thereon, which Common Areas are designated on the Plat to be conveyed in fee simple to the Association for the common use and enjoyment of the Members.

2.06 "Declarant" means Capital Sun Corporation, a Virginia corporation, and any successor(s) and/or assignee(s) who at any time and by written instrument duly recorded among the Land Records is or are assigned all rights and benefits reserved to the Declarant in the Declaration with respect to all or any portion of the Property, or who succeeds to any of the rights of any Declarant under the Declaration pursuant to a decree of foreclosure or any proceeding in lieu of foreclosure.

2.07 "Declaration" means the Declaration of Covenants, Conditions, and Restrictions for Wooded Glen, Section I, which Declaration is to be recorded among the Land Records as a part of the Deed of Deduction and Subdivision for Wooded Glen, Section I, as amended from time to time.

2.08 "Land Records" means the appropriate governmental office in and for Fairfax County, Commonwealth of Virginia, wherein documents and instruments affecting real property are recorded for the purposes of providing notice to the general public.

2.09 "Lot" means each of those parcels of land designated as lots on the Plat, but does not include the Common Areas or any portion thereof.

2.10 "Member" means each every person or entity who holds any fee simple interest in a Lot. Membership in the Association is and shall be appurtenant to and inseparable from fee simple ownership of a Lot.

2.11 "Mortgage" means any recorded first deed of trust or first mortgage encumbering a Lot.

2.12 "Mortgagee" means any person or entity secured under a Mortgage.

2.13 "Owner" means the person or persons, who individually, together or collectively, hold fee simple title to a Lot, but does not include any person holding legal title to any Lot merely as security for the payment of an indebtedness or the performance of an obligation unless and until such person takes title to a Lot by foreclosure or proceeding in lieu thereof. The term "person" includes any natural person or any entity capable of holding title to real property.

2.14 "Plat" means the plat of subdivisions which is to be recorded among the Land Records as a part of the Deed of Dedication and Subdivision for Wooded Glen, Section I, as amended from time to time.

2.15 "Property" means all of the real property described on the Plat (exclusive of Parcel C), together with all improvements erected or to be erected thereon.

ARTICLE III

The purposes for which the Association is formed are as follows:

3.01 To have and exercise all of the powers, duties and authority vested in or given to the Association under the Declaration, or necessary or appropriate for the administration and management of the Association and the Common Areas; and

3.02 To have and exercise any and all powers and privileges now or hereafter conferred under the Virginia Non-stock Corporation Act, or under any act amendatory thereof or supplementary thereto or in substitution therefor.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

4.01 Membership Classes. The Association shall have two classes of voting membership:

(a) CLASS A: Class A Members shall be all Members other than the Class B Member(s). Each Lot owned by a Class A Member(s) (regardless of the number of such Members owning such Lot) shall be entitled to one vote at all meetings of the Association.

(b) CLASS B: Each Declarant shall be a Class B Member. Each Lot owned by a Class B Member shall be entitled to three (3) votes at all meetings of the Association; provided, that all Class B

memberships shall cease and automatically be converted to Class A memberships, with each Lot entitled to one vote at all meetings of the Association, upon the earlier to occur of either of the following events:

- (i) At such time as the total number of all votes held by all Class A Members equal the total number of all votes held by all Class B Members; or
- (ii) December 31, 1987.

4.02 Association Action. Except as otherwise provided in the Bylaws or in the Declaration, or as required by law, decisions of the Association shall be made by Members holding more than fifty percent (50%) of the aggregate votes entitled to be cast by Members present, in person or by proxy, at a meeting of the Association at which a quorum is present.

4.03 Quorum. Except as otherwise provided in the Bylaws or as required by law, the presence in person or by proxy of Members holding thirty-five percent (35%) of the outstanding votes in the Association shall constitute a quorum at and throughout all meetings of the Association.

4.04 Adjournment of Meetings. Except as otherwise provided in the Bylaws or as required by law, if any meeting of the Association cannot be held because a quorum is not present, Members holding a majority of, the votes present at such meeting, either in person or by proxy, may adjourn the meeting without further notice to a time not less than ten (10) nor more than sixty (60) days from the time the original meeting was called and the presence, in person or by proxy, of Members holding twenty-five percent (25%) of the outstanding votes in the Association shall constitute a quorum at and throughout such reconvened meeting.

4.05 Bylaws. Provisions governing the exercise of voting rights shall be as set forth in the Bylaws.

ARTICLE V

BOARD OF DIRECTORS

5.01 Number. Until the first annual meeting of the Association and, thereafter, until his or her successor shall have been elected and shall have qualified, the affairs of the Association shall be managed by a Board of Directors composed of three (3) persons. Thereafter, the affairs of the Association shall be managed by a Board of Directors composed of five (5) persons. The names and addresses of the initial three (3) members of the Board of Directors are as follows:

Richard A. Wilkinson
10807 Main Street
Suite 400
Fairfax, Virginia

Thomas B. Stout
10807 Main Street
Suite 400
Fairfax, Virginia

Vicki Stompf
10807 Main Street
Suite 400
Fairfax, Virginia

5.02 Election. Except for the initial members of the Board of directors designated in paragraph 5.01 of these Articles or members

designated by Capital Sun Corporation in accordance with the provisions of paragraph 5.07(a) or 5.08 of these Articles, Directors shall be elected by plurality vote. Each Lot owned by a Class A Member(s) (regardless of the number of such Members owning such Lot)-shall be entitled to one (1) vote for as many persons as there are Directors to be elected and for whose election such Member(s) shall be entitled to vote. Cumulative voting by Class A Members shall be prohibited. Each Lot owned by a Class B Member shall be entitled to three (3) votes for as many persons as there are Directors to be elected and for whose election such Member shall be entitled to vote. Cumulative voting by Class B Members shall be permitted to but only to the extent of such Member's triple voting strength.

5.03 Qualifications. Except for the initial members of the Board of Directors designated in paragraph 5.01 of these Articles or members designated by Capital Sun Corporation in accordance with the provisions of paragraph 5.07(a) or 5.08 of these Articles, all members of the Board of Directors shall be Members, or partners, officers, directors, trustees, agents or employees of Members which are not natural persons. No Member may be elected to or may serve on the Board of Directors if a lien has been enforced or foreclosed or action thereof or has been instituted against such Member's Lot and the amount necessary to release such lien has not been paid at the time of such election or during such incumbency.

5.04 Term of Office. At the first annual meeting of the Association, each person receiving the first, second and third highest number of votes shall be elected for a term of two (2) years, and the persons receiving the fourth and fifth highest number of votes shall be elected for a term of one (1) year. All persons elected as members of the Board of Directors at any subsequent annual meeting of the Association shall be elected for two (2) year terms. Each person elected as a member of the Board of Directors shall hold office until such person's successor shall have been elected and shall have qualified.

5.05 Quorum: Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision of a majority of the Directors present at a meeting at which proper notice is given and at which a quorum is present shall constitute the act of the Board. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present or the sole present Director may adjourn the meeting from time to time. At any reconvened meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

5.06 Powers and Duties of the Board of Directors. Except as otherwise provided by law or expressly reserved to the Members in accordance with the provisions of these Articles of Incorporation, the Bylaws or the Declaration, the Board of Directors shall have all of the powers, duties and authority vested in or given to the Association or the Board of Directors by these Articles, the Declaration, the Bylaws or by any resolution of the Members that hereafter may be adopted in accordance with the provisions of the Bylaws. The foregoing grant of authority to the Board of Directors shall be interpreted in its broadest sense.

5.07 Removal or Resignation of Members of the Board of Directors

(a) Until the first annual meeting of the Association, any initial member of the Board of Directors designated in paragraph 5.01 of these Articles may be removed, with or without cause, solely by Class B Members holding more than fifty percent (50%) of the aggregate votes held by all Class B Members, and his or her successor thereupon shall be designated by such Members. Thereafter, any member of the Board of Directors may be removed, with or without cause, by Members holding a majority of the votes at any regular or special meeting of

the Association duly called for such purpose, and a successor may then and there be elected. Any successor Director elected in accordance with the provisions of this paragraph shall serve for the remainder of the term of the member so removed. Without limiting the provisions of paragraph 3.04 of the Bylaws, any Director whose removal has been proposed by the Owners shall be given at least seven (7) days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting.

(b) Any member of the Board of Directors may resign at any time and shall be deemed to have resigned in the event such member for any reason shall be absent from four (4) consecutive meetings of the Board of Directors.

5.08 Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director as provided in paragraph 5.07(a) of these Articles (which shall be fulfilled as provided in paragraph 5.07(a)) shall be filled by the sole remaining Director or by a vote of a majority of the remaining Directors (whether or not the remaining Directors constitute a quorum) at a special meeting of the Board of Directors held for such purpose promptly after the occurrence of any such vacancy, and each person so elected shall be a member of the Board of Directors for the unexpired term of his or her predecessor in office; provided, however, that, until the first annual meeting of the Association, any vacancy in the position of any member of the Board of Directors designated in paragraph 5.01 of these Articles shall be filled by Class B Members holding more than fifty percent (50%) of the aggregate votes held by all Class B Members.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association is located in Falls Church City, Virginia, at 210 E. Broad Street, Falls Church 22046. The initial registered agent of the Association at such address is Vincent A. Tramonte, II, Esq., a resident of Virginia and a member of the Virginia State Bar.

ARTICLE VII

DURATION

The Association shall have perpetual existence.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved only in accordance with the provisions of Chapter 2 of Title 13.1 of the Code of Virginia (1950, as amended), or under any act amendatory thereof or supplemental thereto or in substitution therefor, upon the affirmative vote of Members holding more than two-thirds (2/3) of the votes entitled to be cast by Members present, in person or by proxy, at a meeting of the Association duly called and held for such purpose and at which a quorum is present.

ARTICLE IX

AMENDMENTS

These Articles may be amended only in accordance with the provisions of Chapter 2 of Title 13.1 of the Code of Virginia (1950, as amended), or under any act amendatory thereof or supplemental

thereto or in substitution therefor, upon the affirmative vote of Members holding more than two-thirds (2/3) of the votes entitled to be cast by Members present, in person or by proxy, at a meeting of the Association duly called and held for such purpose and at which a quorum in present.

IN WITNESS WHEREOF, the incorporator of the association have executed these Articles of Incorporation this 8th day of May, 1985.

Dated: May 8th, 1985